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June 23, 2019

VIA E-MAIL

The Honorable Mark V. Afable
Commissioner of Insurance
Wisconsin Office of the Commissioner of Insurance
125 S. Webster Street
Madison, Wisconsin 53703

Attention: Michael Mancusi-Ungaro
Insurance Financial Examiner –
Licensing Specialist

RE: WellCare Health Insurance Company of Wisconsin,
Inc. and WellCare Health Plans of Wisconsin, Inc. –
Exemption from Form E Pre-Acquisition Notification
Form Regarding the Potential Competitive Impact of a
Proposed Merger or Acquisition by a Non-Domiciliary
Insurer Doing Business in This State or by a Domestic
Insurer

Dear Mr. Mancusi-Ungaro:

On May 3, 2019, on behalf of Centene Corporation (“Centene”), a Form E Exemption Letter (the “Form E Exemption”) was filed with the Wisconsin Office of the Commissioner of Insurance in connection with the proposed acquisition of control of WellCare Health Insurance Company of Wisconsin, Inc. and WellCare Health Plans of Wisconsin, Inc. (the “Domestic Insurers”) by Centene. The Domestic Insurers are currently indirect, wholly owned subsidiaries of WellCare Health Plans, Inc., a publicly traded Delaware corporation.

Wisconsin Office of Commissioner
June 23, 2019
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Enclosed is an updated Exhibit A to the Form E Exemption to reflect the inclusion of 2018 market share data, which was not available at the time of the initial filing of the Form E Exemption. As shown on the updated Exhibit A, the inclusion of 2018 market share data does not change the results of the analysis set forth in the Form E Exemption.

Should you have any questions or require any further information, please do not hesitate to contact me at (212) 735-3298 (or by e-mail at lara.zatizeff@skadden.com) or William Toman at (608) 283-2434 or by e-mail at william.toman@quarles.com.

Regards,

Lara M. Zaitzeff /s/

Lara M. Zaitzeff

cc: Keith H. Williamson, Centene Corporation
Todd E. Freed, Skadden, Arps, Slate, Meagher & Flom LLP
Cheryl A. Bunevich, Skadden, Arps, Slate, Meagher & Flom LLP
William J. Toman, Quarles & Brady LLP
Ashlee M. Knuckey, Locke Lord LLP
Timothy S. Farber, Locke Lord LLP

Exhibit A
Five-Year Historical Market Share Data for Centene and WellCare
State of Wisconsin

Line of Business: Comprehensive (Hospital & Medical) Individual

Health (Only) Annual Statement Blank

Conclusion: WellCare has no direct written premium in this line for the year 2018 (or for years 2014 through 2017). The immediate result of the Proposed Transaction would, therefore, be no increase in any market share for this line.

	2018	2017	2016	2015	2014
Centene	0.0% (<i>de minimis</i> negative DWP of \$(8,297) out of industry total of \$1,843,864,796)	0.0% (<i>de minimis</i> DWP of \$125,721 out of industry total of \$1,455,210,562)	0.9%	0.1%	0.0%
WellCare	0.0%	0.0%	0.0%	0.0%	0.0%

Line of Business: Disability, Long-Term Care, Stop Loss & Other Health

Health (Only) Annual Statement Blank

Conclusion: Centene has no direct written premium in this line for the year 2018 (or for years 2014 through 2017). The immediate result of the Proposed Transaction would, therefore, be no increase in any market share for this line.

	2018	2017	2016	2015	2014
Centene	0.0%	0.0%	0.0%	0.0%	0.0%
WellCare	2.2%	2.2%	1.7%	0.0%	0.0%

Line of Business: Title XIX Medicaid

Health (Only) Annual Statement Blank

Conclusion: WellCare has no direct written premium in this line for the year 2018 (or for years 2014 through 2017). The immediate result of the Proposed Transaction would, therefore, be no increase in any market share for this line.

	2018	2017	2016	2015	2014
Centene	5.2%	4.6%	4.9%	5.7%	6.1%

WellCare	0.0%	0.0%	0.0%	0.0%	0.0%
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Line of Business: Title XVIII Medicare

Health (Only) Annual Statement Blank

Conclusion: WellCare has no direct written premium in this line for the year 2018 (or for years 2014 through 2017). The immediate result of the Proposed Transaction would, therefore, be no increase in any market share for this line.

	2018	2017	2016	2015	2014
Centene	0.3%	0.3%	0.3%	0.3%	0.4%
WellCare	0.0%	0.0%	0.0%	0.0%	0.0%